

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	Case No. 01-1139 (JKF)
W.R. GRACE & CO., <i>et al.</i> ,)	Jointly Administered
)	
Debtors.)	Related to D.I. Nos.: 26154, 26155, 26289, 26489

NOTICE OF CROSS-APPEAL

Maryland Casualty Company hereby cross-appeals under 28 U.S.C. § 158(a) from (i) *Memorandum Opinion Regarding Objections To Confirmation Of First Amended Joint Plan Of Reorganization And Recommended Supplemental Findings Of Fact And Conclusions Of Law* dated January 31, 2011 [Docket No. 26154], (ii) *Recommended Findings Of Fact, Conclusions Of Law And Order Regarding Confirmation Of First Amended Joint Plan Of Reorganization As Modified Through December 23, 2010* dated January 31, 2011 [Docket No. 26155], (iii) *Order Clarifying Memorandum Opinion And Order Confirming Joint Plan As Amended Through December 23, 2010* dated February 15, 2011 [Docket No. 26289]; and (iv) *Memorandum Opinion and Order* dated March 4, 2011 [Docket No. 26489] (collectively, the “Orders”), by the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge, as entered by the United States Bankruptcy Court for the District of Delaware on January 31, 2011.

The names of all parties to the Orders appealed from and the names, addresses, and telephone numbers of their respective attorneys are identified on Exhibit A hereto.

Dated: April 1, 2011

CONNOLLY BOVE LODGE & HUTZ LLP

/s/ Jeffrey C. Wisler

Jeffrey C. Wisler (#2795)

Marc J. Phillips (#4445)

The Nemours Building

1007 N. Orange Street

P.O. Box 2207

Wilmington, DE 19899

(302) 658-9141 Telephone

(302) 658-0380 Facsimile

OF COUNSEL:

Edward J. Longosz, II

Gabriella V. Cellarosi

Eckert Seamans Cherin & Mellott, LLC

1747 Pennsylvania Avenue, N.W.

Suite 1200

Washington, DC 20006

(202) 659-6600 Telephone

(202) 659-6699 Facsimile

Richard A. Ifft

Karalee C. Morell

WILEY REIN LLP

1776 K Street, N.W.

Washington, DC 20006

(202) 719-7170 Telephone

(202) 719-7049 Facsimile

Attorneys for Maryland Casualty Company

Exhibit A to Notice of Cross-Appeal

Maryland Casualty Company

CONNOLLY BOVE LODGE & HUTZ LLP

Jeffrey C. Wisler

Marc J. Phillips

The Nemours Building

1007 North Orange Street

P.O. Box 2207

Wilmington, DE 19899

Telephone: 302-658-9141

Facsimile: 302-658-0380

ECKERT SEAMANS CHERIN & MELLOTT, LLC

Edward J. Longosz, II

1747 Pennsylvania Avenue, N.W.

Suite 1200

Washington, DC 20006

Telephone: 202-659-6600

Facsimile: 202-659-6699

WILEY REIN LLP

Richard A. Ifft

Karalee C. Morell

1776 K Street, N.W.

Washington, DC 20006

Telephone: 202-719-7170

Facsimile: 202-719-7049

W.R. Grace & Co., et al., Debtors and Debtors-In-Possession

PACHULSKI STANG ZIEHL & JONES LLP

Laura Davis Jones

James E. O'Neil

Kathleen P. Makowski

Timothy P. Cairns

919 North Market Street, 16th Floor

P.O. Box 8705

Wilmington, DE 19899

Telephone: 302-652-4100

Facsimile: 302-652-4400

KIRKLAND & ELLIS LLP

Lisa G. Esayan
300 N. LaSalle
Chicago, IL 60654
Telephone: 312-862-2000
Facsimile: 312-862-2200

KIRKLAND & ELLIS LLP

David M. Bernick, P.C.
Theodore L. Freedman
601 Lexington Avenue
New York, NY 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

KIRKLAND & ELLIS LLP

Barbara Harding
655 Fifteenth Street, N.W.
Washington, D.C. 20005
Telephone: (202) 879-5000
Facsimile: (202) 879-5200

BAER HIGGINS FRUCHTMAN LLC

Janet S. Baer
111 East Wacker Drive
Suite 2800
Chicago, IL 60601
Telephone: (312) 836-4022
Facsimile: (312) 577-0737

Libby Claimants

LANDIS RATH & COBB LLP

Adam G. Landis
Kerri Mumford
919 Market Street, Suite 1800
P.O. Box 2087
Wilmington, DE 19801
Telephone: 302-467-4400
Facsimile: 302-467-4450

MURTHA CULLINA LLP

Daniel C. Cohn
99 High Street, 20th Floor
Boston, MA 02110
Telephone: 617-457-4000
Facsimile: 617-482-3868

David T. Austern, Asbestos PI Future Claimants' Representative

PHILLIPS, GOLDMAN & SPENCE, P.A.

John C. Phillips
1200 North Broom Street
Wilmington, DE 19806
Telephone: 302-655-4200
Facsimile: 302-655-4210

ORRICK HERRINGTON & SUTCLIFFE LLP

Roger Frankel
Richard H. Wyron
Debra L. Felder
Jonathan P. Guy
1152 15th Street, N.W.
Washington, DC 20005
Telephone: 202-339-8400
Facsimile: 202-339-8500

Official Committee of Asbestos Personal Injury Claimants

CAMPBELL & LEVINE, LLC

Mark T. Hurford
Kathleen Campbell Davis
800 N. King Street, Suite 300
Wilmington, DE 19801
Telephone: 302-426-1900
Facsimile: 302-426-9947

CAPLIN & DRYSDALE, CHARTERED

Elihu Inselbuch
375 Park Avenue, 35th Floor
New York, NY 10152
Telephone: 212-319-7125
Facsimile: 212-644-6755

CAPLIN & DRYSDALE, CHARTERED

Peter Van N. Lockwood
One Thomas Circle, N.W.
Washington, DC 20005
Telephone: 202-862-5000
Facsimile: 202-429-3301

Official Committee of Equity Security Holders

SAUL EWING LLP

Teresa K.D. Currier
222 Delaware Avenue, Suite 1200
P.O. Box 1266
Wilmington, DE 19899
Telephone: (302) 421-6800
Facsimile: (302) 421-6813

KRAMER LEVIN NAFTALIS & FRANKEL LLP

Philip Bentley
Gregory Horowitz
Douglas Mannal
1177 Avenue of the Americas
New York, NY 10022
Telephone: (212) 715-9100
Facsimile: (212) 715-8000

AIU Holdings Ltd.

ASHBY & GEDDES

Ricardo Palacio
500 Delaware Avenue
P.O. Box 1150
Wilmington, DE 19899

ZEICHNER ELLMAN & KRAUSE LLP

Michael S. Davis
575 Lexington Avenue
New York, NY 10022
Telephone: (212) 233-0400
Facsimile: (212) 753-0396

Allstate Insurance Company

WHITE & WILLIAMS, LLP

James S. Yoder

824 N. Market Street

P.O. Box 709

Wilmington, DE 19899

Telephone: (302) 467-4524

Facsimile: (302) 654-0245

CUYLER BURK, P.C.

Stefano Calogero

Andrew K. Craig

Edgar Whiting

Parsippany Corporate Center

Four Century Drive

Parsippany, NJ 07054

Telephone: (973) 734.3200

Facsimile: (973) 734.3201

AXA Belgium as successor to Royal Belge SA

John Sheehan Spadaro, LLC

John S. Spadaro

724 Yorklyn Road, Suite 375

Hockessin, DE 19707

Telephone: (302) 235-7745

Facsimile: (302) 235-2536

TUCKER ARENSBERG

Michael A. Shiner

1500 One PPG Place

Pittsburgh, PA 15222-5401

Telephone: (412) 566-1212

Facsimile: (412) 594-5619

MENDES & MOUNT LLP

Eileen T. McCabe

750 Seventh Avenue

New York, NY 10019

Telephone: (212) 261-8254

Facsimile: (212) 261.8750

Continental Insurance Company, Transportation Insurance Company and their American insurance affiliates

ROSENTHAL MONHAIT & GODDESS, P.A.

Edward B. Rosenthal

P.O. Box 1070

Wilmington, DE 19899

Telephone: (302) 656-4433 x6

Facsimile: (302) 658-7567

GOODWIN PROCTER LLP

Daniel M. Glosband

Exchange Place

Boston, MA 02109

Telephone: (617) 570-1000

Facsimile: (617) 523-1231

GOODWIN PROCTER LLP

Michael S. Giannotto

Frederick C. Schafrick

901 New York Avenue, N.W.

Washington, D.C. 20001

Telephone: (202) 346-4000

Facsimile: (202) 346-4444

FORD MARRIN ESPOSITO WITMEYER

& GLESER, L.L.P.

Elizabeth DeCristofaro

Wall Street Plaza, 23rd Floor

New York, NY 10005-1875

Telephone: (212) 269-4900

Facsimile: (212) 344-4294

WILDMAN, HARROLD, ALLEN & DIXON LLP

Jonathan W. Young

Jeff Chang

225 West Wacker Drive

Chicago, IL 60606-1229

Telephone: (312) 201-2662

Facsimile: (312) 416-4524

Federal Insurance Company

COZEN O'CONNOR

Barry M. Klayman

1201 N. Market Street, Suite 1400

Wilmington, DE 19801

Telephone: (302) 295-2035

Facsimile: (215) 701-2209

COZEN O'CONNOR

William P. Shelley

Jacob C. Cohn

Ilan Rosenberg

1900 Market Street

Philadelphia, PA 19103

Telephone: (215) 665-2000

Facsimile: (215) 665-2013

Fireman's Fund Insurance Company, Allianz S.p.A., f/k/a Riunione Adriatica Di Sicurta, and Allianz SE, f/k/a Allianz Aktiengesellschaft

STEVENS & LEE, P.C.

John D. Demmy

1105 North Market Street, 7th Floor

Wilmington, DE 19801

Telephone: (302) 425-3308

Facsimile: (610) 371-8515

STEVENS & LEE, P.C.

Leonard P. Goldberger

Marnie E. Simon

1818 Market Street, 29th Floor

Philadelphia, PA 19103-1702

Telephone: (215) 751-2864

Facsimile: (610) 371-7376

Hartford Accident and Indemnity Company, First State Insurance Company, Twin City Fire Insurance Company, and New England Reinsurance Corporation

KLEHR, HARRISON, HARVEY, BRANZBURG and ELLERS LLP

Michael Yurkiewicz

919 Market Street, Suite 1000

Wilmington, DE 19801

Telephone: (302) 426-1189

Facsimile: (302) 426-9193

WILMER CUTLER PICKERING HALE AND DORR LLP

Craig Goldblatt
Nancy L. Manzer
1875 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
Telephone: (202) 663-6000
Facsimile: (202) 663-6363

HOGAN & HARTSON, L.L.P.

William J. Bowman
James P. Ruggieri
Edward B. Parks, II
555 Thirteenth Street, N.W.
Washington, D.C. 20004
Telephone: (202) 637-5600
Facsimile: (202) 637-5910

**Government Employees Insurance Company and Republic Insurance Company n/k/a
Starr Indemnity & Liability Company**

DRINKER BIDDLE & REATH LLP

Warren T. Pratt
David P. Primack
1100 N. Market Street
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

DRINKER BIDDLE & REATH LLP

Michael F. Brown
Jeffrey M. Boerger
One Logan Square
18th & Cherry Streets
Philadelphia, PA 19103-6996
Telephone: (215) 988-2700
Facsimile: (215) 988-2757

Certain London Market Insurance Companies

John Sheehan Spadaro, LLC
John S. Spadaro
724 Yorklyn Road, Suite 375
Hockessin, DE 19707
Telephone: (302) 235-7745
Facsimile: (302) 235-2536

TUCKER ARENSBERG

Michael A. Shiner
1500 One PPG Place
Pittsburgh, PA 15222-5401
Telephone: (412) 566-1212
Facsimile: (412) 594-5619

MENDES & MOUNT LLP

Thomas J. Quinn
Alexander Mueller
750 Seventh Avenue
New York, NY 10019
Telephone: (212) 261-8254
Facsimile: (212) 261.8750

National Union

ASHBY & GEDDES
Ricardo Palacio
500 Delaware Avenue
P.O. Box 1150
Wilmington, DE 19899
Telephone: (302) 654-1888
Facsimile: (302) 654-2067

ZEICHNER ELLMAN & KRAUSE LLP

Michael S. Davis
575 Lexington Avenue
New York, NY 10022
Telephone: (212) 233-0400
Facsimile: (212) 753-0396

**OneBeacon America Insurance Company and Seaton Insurance Company
DRINKER BIDDLE & REATH LLP**

Warren T. Pratt
David P. Primack
1100 N. Market Street
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

DRINKER BIDDLE & REATH LLP

Michael F. Brown
Jeffrey M. Boerger
One Logan Square
18th & Cherry Streets
Philadelphia, PA 19103-6996
Telephone: (215) 988-2700
Facsimile: (215) 988-2757

**TIG Insurance Company and United States Fire Insurance Company
BIFFERATO GENTILOTTI LLC**

Garvan F. McDaniel
800 N. King Street, Plaza Level
Wilmington, DE 19801
Telephone: (302) 429-1900
Facsimile: (302) 429-8600

STEPTOE & JOHNSON, LLP

George R. Calhoun, V
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
Telephone: (202) 261-0610
Facsimile: (202) 429-6226

Travelers Casualty and Surety Company

MORRIS, NICHOLS, ARSHT & TUNNELL

Robert J. Dehney
Ann C. Cordo
1201 N. Market Street
Wilmington, DE 19801
Telephone: (302) 658-9200
Facsimile: (302) 425-4673

SIMPSON THACHER & BARTLETT LLP

Mary Beth Forshaw
Kathrine McLendon
Elisa Alcabes
425 Lexington Avenue
New York, NY 10017-3954
Telephone: (212) 455-2000
Facsimile: (212) 455-2502

Zurich Insurance Company and Zurich International (Bermuda) Ltd.

CONNOLLY BOVE LODGE & HUTZ LLP

Jeffrey C. Wisler

Marc J. Phillips

The Nemours Building

1007 North Orange Street

P.O. Box 2207

Wilmington, DE 19899

Telephone: 302-658-9141

Facsimile: 302-658-0380

WILEY REIN LLP

Richard A. Ifft

Karalee C. Morell

1776 K Street, N.W.

Washington, DC 20006

Telephone: 202-719-7170

Facsimile: 202-719-7049

Bank Lender Group

LANDIS RATH & COBB LLP

Richard Cobb

James Green

919 Market Street, Suite600

P.O. Box 2087

Wilmington, DE 19899

Telephone: (302) 467-4400

Facsimile: (302) 467-4450

PAUL, WEISS, RIFKIND, WHARTON

& GARRISON LLP

Stephen J. Shimshak

Andrew N. Rosenberg

Margaret A. Phillips

Rebecca R. Zubaty

1285 Avenue of the Americas

New York, NY 10019-6064

Telephone: (212) 373-3000

Facsimile: (212) 757-3990

Official Committee of Unsecured Creditors of W.R. Grace & Co., *et al.*

DUANE MORRIS LLP

Michael R. Lastowski

Richard W. Riley

1100 N. Market Street, Suite 1200

Wilmington, DE 19801

Telephone: (302) 657-4942

Facsimile: (302) 657-4901

DUANE MORRIS LLP

William S. Katchen

744 Broad Street, Suite 1200

Newark, NJ 07102-3889

Telephone: (973) 424-2031

Facsimile: (973) 556-1380

STROOCK & STROOCK & LAVAN LLP

Lewis Kruger

Kenneth Pasquale

Arlene Krieger

180 Maiden Lane

New York, NY 10038

Telephone: (212) 806-5400

Facsimile: (212) 806-6006

Morgan Stanley Senior Funding, Inc.

EDWARDS ANGELL PALMER & DODGE LLP

Stuart M. Brown

919 Market Street, 15th Floor

Wilmington, DE 19801

Telephone: (302) 777-7770

Facsimile: (302) 777-7263

KATTEN MUCHIN ROSENMAN LLP

Jeff J. Friedman

Noah Heller

Merritt A. Pardini

575 Madison Avenue

New York, NY 10022

Telephone: (212) 940-8800

Facsimile: (212) 940-8776

Anderson Memorial Hospital

LOIZIDES, P.A.

Christopher D. Loizides

1225 King Street, Suite 800

Wilmington, DE 19801

Telephone: (302) 654-0248

Facsimile: (302) 654-0728

SPEIGHTS & RUNYAN

Daniel A. Speights

C. Alan Runyan

200 Jackson Avenue, East

P.O. Box 685

Hampton, SC 29924

Telephone: (803) 943-4444

Facsimile: (803) 943-4599

KOZYAK TROPIN & THROCKMORTON PA

John W. Kozyak

David Rosendorf

2525 Ponce de Leon, 9th Floor

Coral Gables, FL 33134

Telephone: (305) 372-1800

Facsimile: (305) 372-3508

BNSF Railway Company

PEPPER HAMILTON LLP

John H. Schanne

Hercules Plaza, Suite 5100

1313 Market Street

P.O. Box 1709

Wilmington, DE 19899-1709

Telephone: (302) 777-6500

Facsimile: (302) 777-6511

PEPPER HAMILTON LLP

Edward C. Toole, Jr.

Linda J. Casey

3000 Two Logan Square

18th & Arch Streets

Philadelphia, PA 19103

Telephone: (215) 981-4000

Facsimile: (215) 981-4750

The Edwards Judgment Claimants

SMITH, KATZENSTEIN & FURLOW, LLP

Kathleen M. Miller

800 Delaware Avenue, 10th Floor

P.O. Box 410

Wilmington, DE 19899

Telephone: (302) 652-8400

Facsimile: (302) 654-8405

STUTZMAN, BROMBERG, ESSERMAN & PLIFKA

2323 Bryan Street, Suite 2200

Dallas, TX 75201

Telephone: (214) 969-4900

Facsimile: (214) 969-4999

Garlock Sealing Technologies LLC

MORRIS JAMES LLP

Brett D. Fallon

500 Delaware Avenue, Suite 1500

P.O. Box 2306

Wilmington, DE 19899-2306

Telephone: (302) 888-6800

Facsimile: (302) 571-1750

ROBINSON, BRADSHAW & HINSON

Garland Cassada

Richard C. Worf

101 North Tryon Street, Suite 1900

Charlotte, NC 28246

Telephone: (704) 377-8135

Facsimile: (704) 378.4000

Kaneb Pipe Line Operating Partnership, L.P. and Support Terminal Services, Inc.

SMITH, KATZENSTEIN & FURLOW, LLP

Kathleen M. Miller

800 Delaware Avenue, 10th Floor

P.O. Box 410

Wilmington, DE 19899

Telephone: (302) 652-8400

Facsimile: (302) 654-8405

FULBRIGHT & JAWORSKI L.L.P.

Steve A. Pierce
300 Convent Street, Suite 2200
San Antonio, TX 78205-3792
Telephone: (210) 224-5575
Facsimile: (210) 270-7205

FULBRIGHT & JAWORSKI L.L.P.

Toby L. Gerber
2200 Ross Avenue, Suite 2800
Dallas, TX 75201
Telephone: (214) 855-8000
Facsimile: (214) 855-8080

Longacre Master Fund, Ltd. and Longacre Capital Partners (QP), L.P.

PEPPER HAMILTON LLP

David M. Fournier
James C. Carignan
John H. Schanne
Hercules Plaza, Suite 5100
1313 Market Street
P.O. Box 1709
Wilmington, DE 19899-1709
Telephone: (302) 777-6500
Facsimile: (302) 777-6511

The Scotts Company LLC

VORYS, SATER, SEYMOUR AND PEASE LLP

Robert J. Sidman
Cory D. Kandestin
One Rodney Square
P.O. Box 551
Wilmington, DE 19899
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

VORYS, SATER, SEYMOUR AND PEASE LLP

Robert J. Sidman
Tiffany Strelow
52 East Gay Street
P.O. Box 1008
Columbus, OH 43215
Telephone: (614) 464-6400

Facsimile: (614) 719-4663

State of Montana

WOMBLE CARLYLE SANDRIDGE & RICE, PLLC

Francis A. Monaco

Kevin J. Mangan

Matthew P. Ward

222 Delaware Avenue, Suite 1501

Wilmington, DE 19801

Telephone: (302) 252-4320

Facsimile: (302) 252-4330

The St. Paul Companies, Inc.

BIFFERATO GENTILOTTI LLC

Garvin F. McDaniel

800 N. King Street – Plaza Level

Wilmington, DE 19801

Telephone: (302) 429-1900

Facsimile: (302) 429-8600

BINGHAM MCCUTCHEN LLP

Jonathan B. Alter

One State Street

Hartford, CT 06103

Telephone: (860) 240-2700

Facsimile: (860) 240-2569